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Attorneys for Plaintiff GoSmile, Inc.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ECF CASE

----- X
GOSMILE, INC., a Delaware
corporation,

No. 10 CV 8663 (PKC)

Plaintiff,

- against -

MOTION TO ADMIT
COUNSEL PRO HAC VICE

DR. JONATHAN B. LEVINE, D.M.D. P.C.,
a New York Corporation; and DR. JONATHAN B.
LEVINE, an individual,

Defendants.
----- X

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U.S. DISTRICT COURT
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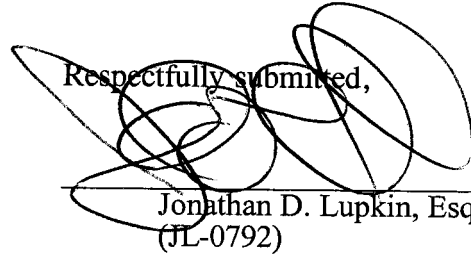
PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the
Southern and Eastern Districts of New York, I, Jonathan D. Lupkin, Esq., a member in good
standing of the bar of this Court and an attorney with the firm Flemming Zulack Williamson
Zauderer LLP, hereby move for an Order allowing the admission *pro hac vice* of:

Matthew F. Singer, Esq.
BARACK FERRAZZANO KIRSCHBAUM & NAGELBERG LLP
200 W. Madison Street, Suite 3900
Chicago, Illinois 60606
(312) 984-3100
(312) 984-3150 (facsimile)
Matthew.Singer@bfkn.com

Matthew F. Singer is a member in good standing of the Bar of the State of Illinois and is also admitted to practice before the Northern District of Illinois.

There are no pending disciplinary proceedings against Matthew F. Singer in any State or Federal court.

Dated: New York, New York
January 10, 2011

Respectfully submitted,

Jonathan D. Lupkin, Esq.
(JL-0792)

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DR. JONATHAN B. LEVINE, D.M.D. P.C.,
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Defendants.
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: No. 10 CV 8663 (PKC)
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: **AFFIDAVIT OF JONATHAN**
: **D. LUPKIN IN SUPPORT OF**
: **MOTION TO ADMIT**
: **COUNSEL *PRO HAC VICE***
:
:
:

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

Jonathan D. Lupkin, being duly sworn, hereby deposes and says as follows:

1. I am a member of Flemming Zulack Williamson Zauderer LLP, counsel for Plaintiff in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Plaintiff's motion to admit Matthew F. Singer as counsel *pro hac vice* to represent Plaintiff in this matter.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in 1993. I am also admitted to the bar of the United States District Court for the Southern District of New York and am in good standing with this Court.

3. I know Mr. Singer, an Associate at Barack Ferrazzano Kirschbaum & Nagelberg LLP ("BFKN") in Chicago, Illinois. I have worked closely with various BFKN attorneys on many cases for a period of more than seven years. Mr. Singer is a member in good standing of the Bar of the State of Illinois. A Certificate of Good Standing is attached hereto as Exhibit A.

4. I have reason to believe Mr. Singer to be a skilled attorney and a person of integrity. I also have reason to believe him to be experienced in federal practice and familiar with the Federal Rules of Procedure.

5. Accordingly, I am pleased to move the admission of Matthew F. Singer, *pro hac vice*.

6. I respectfully submit a proposed order, which is attached hereto as Exhibit B, granting the admission of Matthew F. Singer, *pro hac vice*.

WHEREFORE it is respectfully requested that the motion to admit Matthew F. Singer, *pro hac vice*, to represent Plaintiff in the above-captioned matter, be granted.


JONATHAN D. LUPKIN
(IL-0792)

Sworn to before me this
10th day of January, 2011


Notary Public

CRAIG KESCH
Notary Public, State of New York
No. 02KE6199435
Qualified in New York County
Commission Expires January 12, 2013

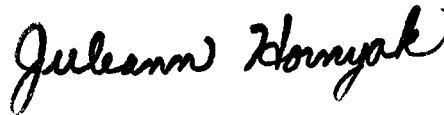
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Matthew F. Singer

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 4, 2004 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Wednesday, December 22, 2010.

A handwritten signature in black ink, reading "Juleann Hornyak". The signature is written in a cursive, flowing style.

Clerk

Matthew F. Singer, Esq.
BARACK FERRAZZANO KIRSCHBAUM & NAGELBERG LLP
 200 W. Madison Street, Suite 3900
 Chicago, Illinois 60606
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 Facsimile: (312) 984-3150
 Email: matthew.singer@bfkn.com

is admitted to practice *pro hac vice* as counsel for Plaintiff GoSmile, Inc. in the above-captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: New York, New York
January __, 2011

P. KEVIN CASTEL
United States District Judge

CERTIFICATE OF SERVICE

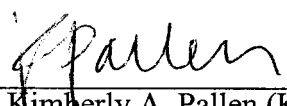
I certify that I am over 18 years of age and not a party to this litigation. I further certify that on January 10, 2011, I caused a true copy of the **AFFIDAVIT OF JONATHAN D. LUPKIN IN SUPPORT OF MOTION TO ADMIT COUNSEL PRO HAC VICE, MOTION TO ADMIT COUNSEL PRO HAC VICE AND ORDER FOR ADMISSION PRO HAC VICE ON WRITTEN MOTION** for Matthew Singer, Esq. upon the following individuals via overnight mail:

Joshua Krakowsky, Esq.
Davidoff Malito & Hutcher LLP
605 Third Avenue
New York, NY 10158
jisk@dmlegal.com

Kyle C. Bisceglie, Esq.
Olshan Grundman Frome Rosenzweig & Wolosky LLP
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65 East 55th Street
New York, NY 10022
kbisceglie@olshanlaw.com
Attorneys for Defendants

Dated: January 10, 2011

FLEMMING ZULACK WILLIAMSON
ZAUDERER LLP

By: 

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Attorneys for Plaintiff GO SMILE, Inc.